

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Dallob Naomi C</u>  (Last) (First) (Middle) 255 EAST FIFTH STREET SUITE 2600  (Street) CINCINNATI OH 45202  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHEMED CORP [ CHE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP and Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/06/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
capital stock	11/06/2018		M		4,833	A	\$135.85	11,122	D	
capital stock	11/06/2018		M		2,866	A	\$231.91	13,988	D	
capital stock	11/06/2018		F <sup>(1)</sup>		5,752	D	\$307.91	8,236	D	
capital stock	11/07/2018		M		3,200	A	\$157.36	11,436	D	
capital stock	11/07/2018		F <sup>(1)</sup>		2,291	D	\$312.83	9,145	D	
capital stock	11/07/2018		S		5,500	D	\$317.23	3,645	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
stock option(right to buy with tandem tax withholding)	\$135.85	11/06/2018		M		4,833	(2)	11/04/2021	capital stock	4,833	\$135.85	23,834	D	
stock option(right to buy with tandem tax withholding)	\$231.91	11/06/2018		M		2,866	(3)	11/03/2022	capital stock	2,866	\$231.91	20,968	D	
stock option(right to buy with tandem tax withholding)	\$157.36	11/07/2018		M		3,200	(4)	11/06/2020	capital stock	3,200	\$157.36	17,768	D	

**Explanation of Responses:**

1. Payment of purchase price and tax obligation on stock option exercise.
2. Vesting in three equal annual installments commencing 11/04/2017
3. Vesting in three equal annual installments commencing 11/03/2018

4. vesting in three equal annual installments commencing 11/6/2016.

**Remarks:**

Naomi C. Dallob

11/07/2018

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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